MEREDITH CORP

Form 4

August 25, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> CAPPAERT STEVEN M

(First)

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

MEREDITH CORP [MDP]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 08/22/2014

_____ Director _____ 10% Owner

__X__ Officer (give title ____ Other (specify below)

Corporate Controller

1716 LOCUST STREET

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

DES MOINES, IA 50309-3023

(City)	(State) (Z	ip) Table	I - Non-De	rivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Stock (\$1 par value) (1)	08/22/2014		M	7,700	A	\$ 32.85	14,360	D	
Common Stock (\$1 par value) (1)	08/22/2014		M	9,800	A	\$ 25.58	24,160	D	
Common Stock (\$1 par value) (1)	08/22/2014		F	6,155	D	\$ 47	18,005	D	
Common Stock (\$1	08/22/2014		S	1,545	D	\$ 46.947	19,191	D	

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par value) <u>(1)</u> <u>(2)</u>								
Common Stock (\$1 par value) (1)	08/22/2014	F	6,824	D	\$ 47	12,367	D	
Common Stock (\$1 par value) (1) (2)	08/22/2014	S	2,976	D	\$ 46.947	9,391	D	
Common Stock (Restricted) (\$1 par value) (3)						4,400	D	
Common Stock (\$1 par value) (4)						6,256.362	I	by Managed Account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 32.85	08/22/2014		M	7,700	08/12/2017	08/12/2024	Common Stock (\$1 par value)	7,7
Non-Qualified Stock Option (right to buy)	\$ 25.58	08/22/2014		M	9,800	08/09/2014	08/09/2021	Common Stock (\$1 par value)	9,8

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Stock equivalent units (6)	\$ 0	08/08/1988	08/08/1988	Common Stock (\$1 par value)	609
Restricted Stock Units (7)	\$ 0	08/08/1988	08/08/1988	Common Stock (\$1 par value)	1,6

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CAPPAERT STEVEN M 1716 LOCUST STREET DES MOINES, IA 50309-3023

Corporate Controller

Signatures

By: Teresa T. Rinker, by Power of Attorney For: Steven M.
Cappaert

08/25/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares held by the reporting person in street name.
- The price reported in column 4 is a weighted average price. The reporting person undertakes to provide Meredith Corporation, any security holder of Meredith Corporation, or the staff of the Securities and Exchange Commission, upon request, separate prices representing this weighted average.
- (3) Shares were awarded pursuant to the Meredith Corporation Stock Incentive Plans. The shares are subject to forfeiture and are nontransferable until vested, either on the third or the fifth anniversary of the grant date, as specified in each award agreement.
- (4) These shares are held in reporting person's Meredith Corp. Savings & Investment Plan and Employee Stock Purchase Plan accounts. Quarterly dividends on the accounts are paid in the form of additional common stock, \$1 par value.
- Nonqualified stock options granted pursuant to the Meredith Corporation Stock Incentive Plan. Each becomes exercisable in its entirety (5) on the third anniversary of the grant date, expires on the 10th anniversary of the grant date, and has an exercise price as specified in the award agreement.
- Stock equivalents issued pursuant to Meredith Corporation's Deferred Compensation Plan or Stock Incentive Plan which will be converted to Common Stockc (\$1 par value) on a one-for-one basis in connection with the reporting person's retirement from or termination of Meredith Corporation employment.
- (7) Restricted Stock Units granted pursuant to Meredith Corporation's 2004 Stock Incentive Plan which will be converted to Common Stock (\$1 par value) on a 1-for-1 basis upon the completion of a three-year period of service. Quarterly dividends are paid in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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